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File Number ~~5436-83458-4-0-1-5-9~~ 86401599



Property of Cook County Clerk's Office

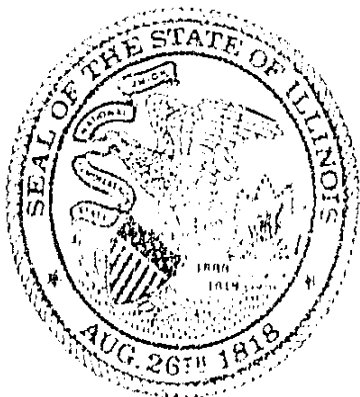
86401599

Whereas, ARTICLES OF INCORPORATION OF CARLINGTON CORPORATION INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I thereto set my hand and cause to be affixed the Great Seal of the State of Illinois.*

at the City of Springfield, this 3RD
day of SEPTEMBER *AD. 19* 86 *and*
of the Independence of the United States
the two hundred and 11TH.



Jim Edgar

 SECRETARY OF STATE

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BCA-2.10 (Rev. Jul. 1984)

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JIM EDGAR
Secretary of State
State of Illinois

ARTICLES OF INCORPORATION

Submit in Duplicate:

Payment must be made by Certified Check, Cashier's Check, Illinois Attorney's Check, Illinois C.P.A.'s Check or Money order, payable to "Secretary of State".

DO NOT SEND CASH!

This Space For Use By:
Secretary of State

Date 9-3-86

License Fee \$ 150

Franchise Tax \$ 25.00

Filing Fee \$ 25.00

Clerk m 100.50

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

ARTICLE ONE The name of the corporation is Carvlington Corporation
(Shell contain the word "corporation", "company", "incorporated", "limited", or an abbreviation thereof)

ARTICLE TWO The name and address of the initial registered agent and its registered office are:

Registered Agent Dennis J. Carlin
(First Name Middle Name Last Name)

Registered Office One First National Plaza, Suite 3200
(Number Street Suite # (A.P.O. Box alone is not acceptable))

Chicago 60603 Cook
(City Zip Code County)

ARTICLE THREE The purpose or purposes for which the corporation is organized are:
If not sufficient space to cover this point, add one or more sheets of this size.

To engage in any act or activity for which corporations may be organized under The Business Corporation Act of the State of Illinois.

ARTICLE FOUR Paragraph 1: The authorized shares shall be:

Class	*Par Value per share	Number of shares authorized
Common	N/A	100,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:
If not sufficient space to cover this point, add one or more sheets of this size.

ARTICLE FIVE The number of shares to be issued initially, and the consideration to be received by the corporation therefor, are:

Class	*Par Value per share	Number of shares proposed to be issued	Consideration to be received therefor
Common	N/A	1,000	\$ 1,000.00
			\$
			\$
			\$
TOTAL			\$ 1,000.00

* A declaration as to a "par value" is optional. This space may be marked "n/a" when no reference to a par value is desired.

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Form BCA-2.10

File No. _____

ARTICLES OF INCORPORATION

FILED

SEP - 3 1986

FEE: \$112.50

SECRETARY OF STATE

The following fees are required to be paid at the time of issuing the Certificate of Incorporation: FILING FEE \$75.00; INITIAL LICENSE FEE of 1/20th of 1% of the consideration to be received for initial issued shares (See Art. 5); MINIMUM \$50; INITIAL FRANCHISE TAX of 1/10 of 1% of the consideration to be received for initial issued shares (see Art. 5); MINIMUM \$25.00.

EXAMPLES OF TOTAL DUE

Consideration to be Received	TOTAL Due*
up to \$1,000	\$100.50
\$ 5,000	\$102.50
\$ 10,000	\$105.00
\$ 25,000	\$112.50
\$ 50,000	\$150.00
\$100,000	\$225.00

*Includes Filing Fee + License Fee + Franchise Tax

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone: (217) 782-6961



RETURN TO:

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Secretary.

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.

Signatures must be in ink on original document. Carbon copy, xerox or rubber stamp signatures may only be used on a photocopy. Signatures must be in ink on original document. Carbon copy, xerox or rubber stamp signatures may only be used on a photocopy.

DEPT-01 RECORDING \$12.00
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#3333 TRAN 1505 09/07/86 09:41:00

Name (please print)	Signature
1. James D. Walsh	<i>James D. Walsh</i>
2. _____	_____
3. _____	_____

Dated August 27, 1986

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

ARTICLE EIGHT OTHER PROVISIONS

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing, pre-emptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

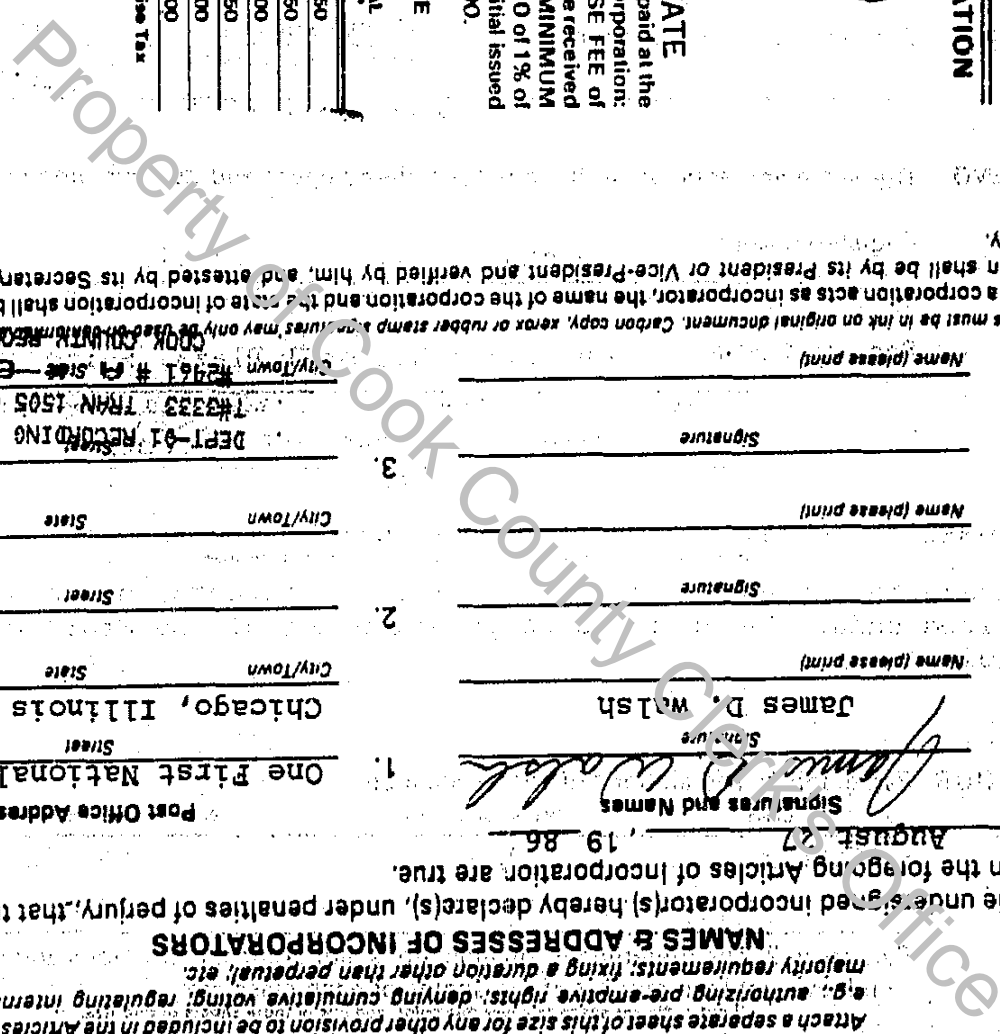
ARTICLE SEVEN OPTIONAL

(a) It is estimated that the value of all property to be owned by the corporation for _____ the following year wherever located will be: _____
(b) It is estimated that the value of the property to be located within the State of _____ Illinois during the following year will be: _____
(c) It is estimated that the gross amount of business which will be transacted by _____ the corporation during the following year will be: _____
(d) It is estimated that the gross amount of business which will be transacted from _____ places of business in the State of Illinois during the following year will be: _____

ARTICLE SIX OPTIONAL

The number of directors constituting the initial board of directors of the corporation is _____ and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

George M. Covington, One First National Plaza, #3300, Chicago, Illinois 60603
Dennis J. Carlin, One First National Plaza, Suite 3200, Chicago, Illinois 60603



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